

OFFICE USE ONLY DOCUMENT #

**LAZARUS CORPORATE FILING SERVICE**

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CONNECTING USA CORP.

(Corporation Name)

(Document #)

2. \_\_\_\_\_  
(Corporation Name)

(Document #)

3. \_\_\_\_\_  
(Corporation Name)

(Document #)

4. \_\_\_\_\_  
(Corporation Name)

(Document #)



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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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<input type="checkbox"/>	Reinstatement
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02 APR 22 PM 1:33  
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TALLAHASSEE, FLORIDA

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Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
CONNECTING USA CORP.

FILED  
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TALLAHASSEE FLORIDA

*ARTICLE - I*  
NAME & ADDRESS

The name of this corporation is: **CONNECTING USA CORP.** The business address of the corporation is: **15650 SW 80th Street, #205, Miami, Florida 33193.**

*ARTICLE - II*  
DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

*ARTICLE - III*  
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to communication systems sales and services.

*ARTICLE - IV*  
CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is Seven Hundred Fifty (750) common shares having a par value of One (\$1.00) Dollar per share.

**ARTICLE - V**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE - VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 15650 SW 80th Street, #205, Miami, Florida 33193 and the name of the initial Registered Agent of this corporation at that address is Freddie A. Sufran.

**ARTICLE - VII**  
**INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have three directors initially and three officers. The number of directors and officers may be either increased or diminished from time to time by the bylaws.

The names and addresses of the initial officers of this corporation who will serve as Directors are: Jose Rodriguez, 15701 SW 137th Avenue, #204, Miami, FL 33177, Freddie A. Sufran, 15650 SW 80th Street, #205, Miami, FL 33193 and Andres E. Rivas, 924 Twin Lake Drive, Coral Springs, FL 33071.

The name and address of the initial officer of this corporation who will serve as President is: Jose Rodriguez, 15701 SW 137th Avenue, #204, Miami, FL 33177.

The name and address of the initial officer of this corporation who will serve as Vice President is: Freddie A. Sufran, 15650 SW 80th Street, #205, Miami, FL 33193.

The name and address of the initial officer of this corporation who will serve as Secretary is: Andres E. Rivas, 824 Twain Lake Drive, Coral Springs, FL 33071.

The name and address of the initial officer of this corporation who will serve as Treasurer is: Andres E. Rivas, 824 Twain Lake Drive, Coral Springs, FL 33071.

#### ***ARTICLE - VIII*** **INCORPORATOR**

The name and address of the person signing these articles is: Freddie A. Sufran, 15650 SW 80th Street, #205, Miami, FL 33193.

#### ***ARTICLE - IX*** **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

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**ARTICLE - X**  
**APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law. Majority of shares voted shall constitute approval or disapproval.

**ARTICLE - XI**  
**DIRECTORS' COMPENSATION**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE - XII**  
**DIVIDENDS**

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

**ARTICLE - XIII**  
**REDUCTION IN STATED CAPITAL**

The stated capital of this corporation shall not be reduced by action of the board of directors when the reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

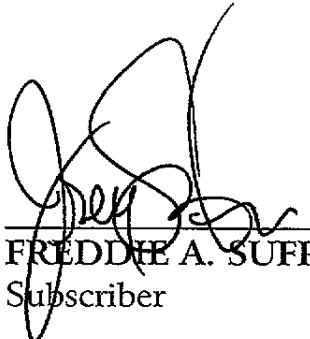
**ARTICLE - XIV**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE - XV  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 17<sup>th</sup> day of April, 2002.

  
\_\_\_\_\_  
FREDDIE A. SUFRAN  
Subscriber

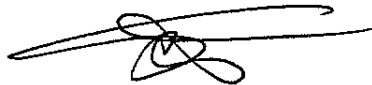
STATE OF FLORIDA                    }  
COUNTY OF MIAMI-DADE } ss

BEFORE ME this day personally appeared Freddie A. Sufran known to me to be the person described in and who executed the foregoing instrument and who acknowledged before me that he executed same.

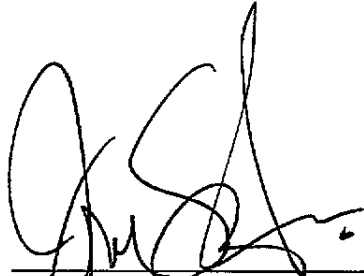
My Commission Expires:



Susan Contreras  
My Commission CC866618  
Expires September 2, 2003

  
\_\_\_\_\_  
Notary Public

I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.



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Freddie A. Sufran  
15650 SW 80th Street, #205  
Miami, FL 33193

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